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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB (6-02)control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of PROCESSED the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES 58 PURSUANT TO REGULATION D **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix Serial				
DATE RECEIVED				

Name of Offering ([] check if this	is an amendme	nt and name ha	is changed, an	d indicate change.)	
Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [χ] New Filing [] Amendment				
	A. BASIC	IDENTIFICATI	ON DATA		
1. Enter the information requested	d about the issue	er		040	000106
Name of Issuer ([] check if this is	s an amendmen	t and name has	s changed, and	l indiciate change.)	
Five Star Bancorp					
Address of Executive Offices (Including Area Code)	(Number and S	treet, City, Stat	e, Zip Code)	Telephone	Number
6810 Five Star Blvd.	Rocklin,	CA 95677		(916) 626-	5002
Address of Principal Business Ope (Including Area Code) (if different from Executive Offices	erations (Numb		City, State, Zip	Code) Telephor	ne Number
Brief Description of Business	eggen Angelenge Angeleggen general kan	gantagantagan dinastratura (antara pentendungan dinastratura pentendungan dinastratura dinastratura dinastratu	aga mangang penggupangan penggupangan di Pelapan penggupangan penggupangan penggupangan penggupangan penggupan		

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Type of Business Organization		
[χ] corporation	[] limited partnership, already formed	[] other (please specify):
[] business trust	[] limited partnership, to be formed	
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	Month Ye oration or Organization: [0] 9] [0] 2 janization: (Enter two-letter U.S. Postal S CN for Canada; FN for other forei	[] Estimated Service abbreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general a . 	and managing partner of partne	ership issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name Allbaugh, Larry	,		
Business or Residence	e Address (Number and Street	t, City, State, Zip Cod	de)
117 Hopfield Dr	ive, Folsom, CA 95630		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Campbell, Micha	el		
Business or Residence	e Address (Number and Street	, City, State, Zip Coo	de)
4415 Whispering	Oaks Circle, Granite E	Bay, CA 95746	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)	er versche Amerikaans en der gewerken der een alle de versche een versche de de de versche de versc	entre ausgroßer der retraction aus der Erste Ausgroße begretten einer Frei Erste der Gelauf der Laufer aus der
Fong, Roger			
Business or Residenc	e Address (Number and Street	, City, State, Zip Coo	le)
6230 Gloria D	rive, Sacramento, CA 95	5821	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)	erri en en en en en el en el en el en el en 	HE STOCK STOCK STOCK SECTION S
Joffe, Philip			
Business or Residenc	e Address (Number and Street	, City, State, Zip Cod	e)
4940 Bell Roa	d, Auburn, CA 95602	entendadorea esta comencia de comencia	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	√x Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)	ek terret kompilise pi til kilom kilom Kilom kilom ki	TO CALL THE REAL TO SERVICE AND CALL THE SERVICE AND CALL THE SERVICE CALL THE SERVICE AND CALL THE CA
Oates, Marvin			<u> </u>
The state of the s	e Address (Number and Street,		
500 Knightsbr	idge Lane, Sacramento,	CA 95864	
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [] General and/or

• Each general	and managing partner of partne	rship issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	(x) Director [] General and/or Managing Partner
Full Name (Last nam Payne, Walter	·		
The state of the s	ce Address (Number and Street,	City State Zin Coo	da)
	ige Dr., Meadow Vista, C	•	·
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)		
Ramos, Frank			
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de)
1501 Acorn Co	ourt, W. Sacramento, CA	95691	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	(x) Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)	and the second s	
Stodden, Mich	ael		
Business or Residence	e Address (Number and Street,	City, State, Zip Coc	de)
809 La Paz Dr	ive, Davis, CA 95616		and the state of t
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] General and/or Managing Partner
Full Name (Last name	e first, if individual)		i. Tanahan salahan dan salahan
Luchetti, Day	id		
	e Address (Number and Street,	City, State, Zip Cod	e)
9300 Pillard	Road, Wilton, CA 95693	are parties and the second control of the se	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	K) Director [] General and/or Managing Partner
Full Name (Last name Wolfe, Robert	first, if individual)		
	e Address (Number and Street, ranite Bay, CA 95746		e)
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	

 Each general a 	and managing partner of partne	rship issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Wiessner, Rodr	•		
Business or Resident	ce Address (Number and Street	, City, State, Zip Co	de)
1511 Eriswell	Drive, Roseville, CA 95	57.47	- Marie Paris de Allendon de Compte de Langue de Langue (plant plus para de la langue (plus de la langue (pl
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Moore, Jeff	e first, if individual)		
	e Address (Number and Street, Way, Auburn, CA 95603	City, State, Zip Coo	le)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	XX Director [] General and/or Managing Partner
Full Name (Last name Beckwith, Jame	·		
	e Address (Number and Street, Marcero Drive, El Marce	•	le)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)		and the second s
Business or Residenc	e Address (Number and Street,	City, State, Zip Cod	e)
Apply:	[] Promoter [] Beneficial Owner	Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual)	apira ya masa ya masaye sa masaye ingi mushan a mashani a mashani a dha qeyna ya mashani mush	n et nyan say menyamban, nyan a sasa ten mangendung genalam a sa san ten genalam an ang mangendung sa san sa t
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Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director[] General and/or

Apply:		Owner	Officer	r Managing Partner			
Full Name (Last nam	e first, if individua	al)	elika (narringan gerupa nasan katas sa sirika (PEP (nga mga ga mga ga mga mga mga mga	على ب داد المستمين المستميل المستميل المستميل المستمين المستمين المستمين المستمين المستمين المستمين المستمين المستمين	en de la companya de		
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Aggregate

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number Investors 50	Dollar Amount of Purchases \$ 12,500,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		<u> </u> \$
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under <u>Rule 504</u> or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$ 0
Regulation A	0	\$ 0
Rule 504	0	\$0
Total	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$_0
Printing and Engraving Costs	[]\$_0
Legal Fees	[X]\$6,136,25
Accounting Fees	[]\$_00
Engineering Fees	[]\$_0
Sales Commissions (specify finders' fees separately)	[]\$_0
Other Expenses (identify)	[]\$_0
Total	[]\$6,136.25

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$12,493,863.75

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

•		Payments to Officers, Payments Directors, & To Affiliates Others
Salaries and fees		[] [] []
Purchase of real estate		[] [] \$
Purchase, rental or leasing and installation of mac and equipment		[] [] \$
Construction or leasing of plant buildings and facili	ties	[] []
Acquisition of other businesses (including the value securities involved in this offering that may be use exchange for the assets or securities of another is pursuant to a merger)	d in suer	[] [X] \$ 12,000,000
Repayment of indebtedness		[] \$ \$
Working capital		\$493,863.7 \$
Other (specify):		[] \$\$
		[] [] []
Column Totals		
Total Payments Listed (column totals added)		\$\$[X] \$ <u>12,493,86</u> 3.75
D. FEDERA	L SIGNATURE	
The issuer has duly caused this notice to be signed by t filed under Rule 505, the following signature constitutes Securities and Exchange Commission, upon written req any non-accredited investor pursuant to paragraph (b)(2)	an undertaking by the issuuest of its staff, the informa	uer to furnish to the U.S.
	M	
Issuer (Print or Type)	Signature//	Date
Five Star Bancorp		12/23/03
Name of Signer (Print or Type)	Title of Signer (Print or Ty	pe)
Rod Wiessner	SVP & CFO	
ATTE	NTION	
Intentional misstatements or omissions of fac U.S.C	ct constitute federal crim . 1001.)	inal violations. (See 18

E. STATE SIGNATURE

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